

**AMENDED AND RESTATED BYLAWS OF
MORNING STAR PARENT COUNCIL, A NONPROFIT CORPORATION**

ARTICLE ONE

LOCATION

Morning Star Parent Council, a Montana Nonprofit Corporation, commonly known as “Morning Star Parent Advisory Council (PAC)”, (hereafter referred to as the “Corporation”) has its principal office located at 830 W. Arnold Street, City of Bozeman, County of Gallatin, State of Montana. The Corporation may have such other offices within the Bozeman School District, as the Board of Directors (sometimes referred to hereafter as the “Board”) may determine from time to time.

ARTICLE TWO

GOALS & MISSION

The mission of the Corporation is to support the efforts of the Morning Star teachers and staff by volunteering time and raising funds to provide materials, equipment and experiences that enhance the educational opportunities for the students of Morning Star Elementary school.

The goals of the Corporation are to:

- Enhance the role of parents in supporting the education of their children;
- Recruit and involve Morning Star parents in an organized manner with the planning, review and implementation of the Corporation’s programs and budgets;
- Recruit and involve Morning Star parents in the Corporation’s development and planning opportunities and meetings;
- Provide open, transparent and relevant communication to Morning Star parents about the Corporation’s activities and opportunities, while encouraging them to bring questions, concerns and ideas to the attention of the Board of Directors; and
- Work collaboratively with the Principal, teachers and staff of Morning Star School.

ARTICLE THREE

MEMBERS

Section 1. Qualifications. The members of the Corporation shall consist of one (1) class. To qualify as a member of the class, an individual must: (i) be a parent (including step-parent) or guardian of a student enrolled at Morning Star; (ii) meet any other such requirements for membership as the Board may impose from time to time. An individual’s membership in the Corporation is automatically terminated when his or her student is no longer enrolled at Morning Star School.

Section 2. Termination of Membership. The Board of Directors, by unanimous vote of the Board of Directors, may suspend or expel a member for cause by providing:

- (a) Not less than 15 days’ prior written notice of the suspension or expulsion and the reasons for it; and

(b) An opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion.

Continued disruption at meetings, creating a disturbance at meetings or other improper activity that interferes with the Goals and Mission set forth in Article Two, or the orderly conduct of the Corporation, shall be cause for termination.

Section 3. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE FOUR

MEETINGS OF MEMBERS

Section 1. PAC Meetings. The Board of Directors shall hold periodic meetings of the members during the months of September through May, at a location and time to be determined by the Board of Directors. The Board has the authority to decide how many meetings to hold during this timeframe, subject to a minimum of three (3).

Section 2. Special Meetings. Special meetings of the members may be called with at least ten (10) days prior notice by: (i) a majority of the Board of Directors; or (ii) upon request to a Director of not less than five (5) members of the Corporation.

Section 3. Notice of Meetings. The Corporation shall provide notice to the members, stating the place, day, and hour of any meeting of members, not less than ten (10) days prior to said meeting. Said notice shall be delivered by electronic or written communication. In the case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. Quorum. Five (5) members shall constitute a quorum at such meeting. If a quorum is not present when a meeting starts, then a majority of the members present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 5. Voting Rights. Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 6. Exercise of Voting Rights. For all decisions requiring a vote of the members, votes shall be decided by a simple majority of all members present at the meeting when the vote is taken, or, in the case of an electronic vote (via email or an electronic voting application), by a majority of all members voting, unless a higher threshold is required in these by-laws.

ARTICLE FIVE

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors must be members of the Corporation.

Section 2. Number and Tenure. The number of Directors shall be no fewer than five (5) but no more than nine (9). The term of office of each Director shall be one (1) year. Each Director shall continue to serve until the expiration of his/her term, unless he/she resigns or is replaced prior to the expiration of his/her term. A Director's term shall commence on June 1st and continue until May 31st of the following school year, with the exception of Director who serves as the Treasurer, whose term shall be from July 1st to June 30th for continuity

with the Corporation's fiscal year. Each Director may serve no more than three (3) consecutive terms, with the caveat that this term limit may be waived by a unanimous vote of the other Directors if no other members volunteer to fill the vacancy and the Director who would otherwise term out wishes to serve for another term.

Section 3. Election of Board of Directors. Directors shall be elected annually by the members through the following process:

3.1 Nomination of Candidates for the Board of Directors.

(a) During the first quarter of each calendar year, the Board shall announce to all members the call for nominations of candidates for the Board of Directors, the date by which the nomination process will be closed, and the date of the election.

(b) The Board shall accept nominations until the seventh (7th) day prior to the election. After that date, no further nominations will be accepted.

(c) The Board shall hold the election during the month of April. Written or electronic notice of the upcoming election, with a list of all candidates and their intentions to seek Officer positions, shall be distributed to the members not less than five (5) days prior to the election.

3.2 Election:

(a) Voting shall be conducted by use of an electronic voting application.

(b) The names of all of the candidates shall appear on the electronic ballot in alphabetical order.

(c) Instructions on how to vote shall be included.

(d) The results of the election shall be announced in electronic or written communication to the members as soon as practical following the election.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at a reasonable date and time as the Board deems necessary, at a place generally agreed on by all Directors.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 6. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present, or the act of a majority of the Directors voting via electronic communication (email or otherwise), shall be the act of the Board of Directors, unless the act of a greater number is required by law and by these bylaws.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a member appointed by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 8. Removal. A Director may be removed, with or without cause, only by the members entitled to elect such Director at a meeting called for the purpose of removing a Director(s). The notice of such meeting must state that a purpose of the meeting is removal of the Director. Removal of a Director prior to the expiration of his/her term requires two-thirds vote of the members in attendance at the meeting to remove the Director.

Section 9. Resignation. Any Director may resign at any time by delivering written notice of his/her resignation to the Board of Directors, or any Officer of the Corporation. The resignation shall be effective when the appropriate person(s) receive(s) the written notice or at the time designated in the written notice. Under no circumstances shall a resigning Director designate a resignation date earlier than the date in which the notice is given to the appropriate person(s).

Section 10. Compensation. Directors shall not receive any compensation for their services, but shall be reimbursed by the Corporation for all reasonable and necessary expenses incurred by them in carrying out their duties as Directors.

ARTICLE SIX

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be two Co-Presidents, a Treasurer, an Enrichment Chair, and a Communications Chair. Other officers may be appointed by the Board of Directors, as it shall deem desirable, to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. The same person may not hold two or more offices simultaneously.

Section 2. Election and Term of Office. The Officers of the Corporation shall be appointed annually by the Directors at the first meeting of the Directors immediately following the election of the Directors. New offices may be created and filled at any meeting. Each Officer shall continue to serve until the expiration of his/her term, unless he/she resigns or is replaced before the expiration of his/her term. An Officer's term shall commence on June 1st continue until May 31st of the following school year, with the exception of the office of the Treasurer, whose term shall be from July 1st to June 30th for continuity with the Corporation's fiscal year. Officers may serve no more than two (2) consecutive terms in the same office.

Section 3. Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Powers and Duties.

(a) **Co-Presidents.** The Co-Presidents shall be the chief executive officers of the Corporation and shall preside at all meetings, unless neither Co-President is in attendance in which case the Treasurer will preside. The Co-Presidents shall:

- carry out all duties designated by the Board of Directors on behalf of this Corporation;
- either Co-President shall execute all documents which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation; however, the Treasurer shall also have the authority to sign all federal and state tax returns and additional financial documents, as further described in Subsection (b) below;
- the Co-Presidents shall have such further powers and duties as from time to time may be conferred upon, or assigned to, them by the Board of Directors;
- serve as the primary contact between the Corporation and the Principal of Morning Star Elementary;
- serve as an ex officio member of all committees; and
- coordinate the work of all the Officers and committees to that the purpose of the Corporation is served.

(b) **Treasurer.** It shall be the responsibility of the Treasurer to present a financial statement to the members and/or the Board of Directors upon the request of the Board of Directors, and to make a year-end report as soon as practical following the end of the Corporation's fiscal year, along with a budget for the next fiscal year (the "Budget"). The Treasurer shall also:

- receive and have custody of all the funds and securities of the Corporation;
- endorse on behalf of this Corporation all checks, drafts, notes and other obligations and evidences of the payment of money payable to this Corporation or coming into his/her possession;
- deposit the same, together with all other funds of this Corporation coming into his/her possession, in such bank(s) as may be selected by the Board of Directors;
- keep a full and accurate record of receipts and expenditures in books belonging to the Corporation, which shall be open at all times to the inspection of the Board of Directors; and
- pay out funds in accordance with the approval of the Board of Directors.

The Treasurer will have the authority to make financial decisions for the Corporation according to the Budget and for individual budget exceptions of \$250 or less. Individual budget exceptions of \$250 up to \$1,000 require a vote of the Board of Directors. Individual budget exceptions over \$1,000 but less than \$5,000 require a vote of the Financial Advisory Committee, and then the Board of Directors. Individual budget exceptions of \$5,000 or more require a vote (in this order) of the Financial Advisory Committee, the Board of Directors, and then the members. For the avoidance of doubt, the budget exception is only submitted for a vote to the next decision-making group if the prior decision-making group approved it.

(c) **Enrichment Chair.** It is the goal of the Corporation to coordinate volunteers and collaborate with the school's teachers and staff through the school year in order to organize artistic, scientific, cultural, and educational enrichment activities that complement the curriculum in a flexible and appropriate manner for all Morning Star students. To accomplish that goal, the Board of Directors shall appoint an Enrichment Officer who shall:

- monitor and ensure that the expense for all Classroom Enrichment activities falls within the Corporation's designated budget for such;
- work with the other Officers to develop and organize enrichment activities (i.e. assemblies for the entire student body or other programs) as are requested by the staff and within the financial means of the Corporation;
- work with the other Officers to oversee staff requests for fieldtrips to ensure that the expenses do for such do not exceed the Corporation's financial means.

(d) **Communications Chair.** It is the responsibility of the Communications Chair to:

- take minutes of any meetings of the members, and ensure that those are posted and available online or in written form for members to access;
- monitor any electronic communications platforms (such as a PAC webpage and/or Facebook page) to ensure they contain up-to-date information relevant to members, including contact information

for the Board of Directors and a listing of member meetings for the school year (date, time, place) as appropriate.

- (e) **Additional Powers.** Any officer of this Corporation, in addition to the powers conferred upon him/her by these bylaws, shall have such additional powers and perform such additional duties as may be described from time to time by the Board of Directors.

ARTICLE SEVEN

COMMITTEES

Section 1. Financial Advisory Committee. In order to ensure appropriate fiduciary oversight of expenditures, the Board will establish a Financial Advisory Committee (FAC).

- (a) **Number and Tenure of FAC Members.** The FAC will be co-chaired by one PAC Co-President and the PAC Treasurer, and include an odd number of at least three (3) other non-Officer PAC Members. Other Officers are welcomed to participate on FAC but may not be counted towards the five (5) person minimum for this Committee. The term for FAC Committee Members will be one year commencing on June 1st. FAC Members may serve two (2) consecutive one-year terms. Former FAC Members may rejoin this Committee after being inactive for at least one year.
- (b) **Invitation to Join FAC.** In May, the Board shall invite all existing, eligible members of FAC to continue participating on FAC. Shortly thereafter, the Board shall then make a public invitation, in electronic or printed communication, to all Members of PAC to participate on FAC, if there are vacancies to fill. This invitation shall be distributed to the Membership by a reasonable method as determined by the then sitting Board of Directors. The Board will decide the exact number of members of FAC, subject to the minimums described in subsection (a) above.
- (c) **Duties of FAC.** The duties of FAC shall include:
 - (i) reviewing the preliminary Budget in May or June, and making a recommendation to be presented to, and voted on by, the Board of Directors in those same months. The FAC and Board voting on a preliminary Budget in May or June will provide formal authorization for the PAC officers to spend allocated funds for programs over the summer and at the beginning of the school year before the approval of the final Budget in August or September;
 - (ii) reviewing and approving a proposed budget exception if the individual budget exception exceeds \$1,000 and making a recommendation to be presented to, and voted on by, the Board of Directors and/or the members as more fully described in the Annual Program Expenditure Guidelines;
 - (iii) serving as PAC budgetary ambassadors who communicate PAC revenues and expenditures to members throughout the year, as needed. To ensure accuracy, all information disseminated to members should come directly from the Treasurer's Report and any documents shared at PAC meetings; and

- (iv) evaluating the feasibility and facilitating the initiation and implementation of a Capital Campaign for Morning Star.

See Annual Program Expenditure Guidelines, the Enrichment Expenditure Guidelines, and the Capital Campaign Expenditure Guideline, attached hereto, for additional details.

The Board shall communicate with FAC on PAC's income and expenses, so that FAC members may make educated decisions regarding any proposed exceptions to the Budget as described above and in the Annual Expenditure Policy.

It is PAC's intention that Morning Star's Principal will be an active participant in all FAC discussions and communications. FAC will seek input and guidance from the Principal for issues under consideration to ensure that all recommendations are feasible for Morning Star's staff, students and the School before they are brought to the Board of Directors and/or the members for a vote.

Section 2. Other Committees and Committee Chairs. The Board of Directors, by resolution adopted by many of the Directors, may designate one or more committees, each of which shall consist of one or more Chairs to serve the purpose of the Corporation. If the Directors, by resolution, grant the Chair or Committee authority to represent the Corporation, the designation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board of Directors by law.

Section 3. Removal of Committee Member. The Board of Directors, by unanimous vote of the Board of Directors, may remove any Committee Member for cause by providing:

- (a) not less than 15 days' prior written notice of the suspension or expulsion and the reasons for it; and
- (b) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion.

Continued disruption at meetings, creating a disturbance at meetings or other improper activity that interferes with the Goals and Mission set forth in Article Two, or the orderly conduct of the Corporation, shall be cause for termination.

ARTICLE EIGHT

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. A majority of the Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers and in such manner as shall from time to time be determined by resolution of a majority of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE NINE

BOOKS AND RECORDS

All books and records of the Corporation may be inspected by any members, or his/her agent or attorney for any proper purpose at any reasonable time. For purposes of these bylaws, "reasonable time" is defined as 8:00 a.m. to 5:00 p.m., Mountain Standard Time, Monday through Friday, except holidays.

ARTICLE TEN

FISCAL YEAR

The fiscal year of the Corporation shall end July 31st.

ARTICLE ELEVEN

WAIVER OF NOTICE

Whenever any notice is required to be given by law, or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, or a majority of the Directors voting by electronic communication, if at least thirty (30) days notice (electronic or printed) of the intent to alter, amend or repeal is given in advance of the meeting at which the action is to be taken. Provided, however, that any amendment which relates to the number of Directors, the composition of the Board, the term of office of the Directors or the method or way in which Directors are elected or selected, shall be approved by the members by two-thirds of the votes cast by electronic or written ballots, for which fifteen (15) days notice (electronic or printed) is given.

**CERTIFICATION OF AMENDED AND RESTATED BYLAWS
OF MORNING STAR PARENT COUNCIL, A NONPROFIT CORPORATION**

I, _____, certify that I am the _____ of Morning Star Parent Council, a Montana Nonprofit Corporation (the "Corporation"), that I am duly authorized to make and deliver

this certification, that the attached Bylaws are a true and complete original of the Amended and Restated Bylaws of the Corporation on _____, and said Bylaws are effective as of the date of this certificate.

Dated: _____

By: _____

Title: _____